

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

BP CORPORATION NORTH AMERICA INC.)	
SAVINGS PLAN INVESTMENT OVERSIGHT)	
COMMITTEE serving in its capacity as a named)	
fiduciary of the BP Employee Savings Plan, the BP)	
Capital Accumulation Plan, the BP DirectSave Plan,)	
the BP Employee Savings Plan of Puerto Rico, and)	
the BP Partnership Savings Plan under the BP)	
Master Trust for Employee Savings Plans and the)	
BP Solar Employee Savings Plan under the Trust for)	
the BP Solar Employee Savings Plan, and BP)	
CORPORATION NORTH AMERICA INC.)	
INVESTMENT COMMITTEE serving in its)	Judge William J. Hibbler
capacity as a named fiduciary of the BP Retirement)	
Accumulation Plan and the Enstar Corporation)	Magistrate Judge Morton Denlow
Retirement Plan under the BP Master Trust for)	
Employee Pension Plans,)	CIVIL ACTION NO. 08-cv-6029
)	
)	
Plaintiffs,)	
)	
v.)	
)	
NORTHERN TRUST INVESTMENTS, N.A. and)	
THE NORTHERN TRUST COMPANY,)	
)	
Defendants.)	

DEFENDANTS' MOTION TO DISMISS
PLAINTIFFS' NON-ERISA CLAIMS

Pursuant to Fed. R. Civ. P. 12(b)(6), Northern Trust Investments, N.A. and The Northern Trust Company (collectively "Defendants") by their attorneys, hereby move to dismiss all of the state law claims plaintiffs have filed against them in the above-entitled action. In support of their motion, Defendants file herewith a memorandum of law.

Respectfully submitted,

Dated: February 4, 2009

/s/ Caryn L. Jacobs

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